

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

065184 BOSTON CHICKEN, INC.
0008 BOSTON WEST, L.L.C.

Invoice Number 671035
Page 2
04/21/99

Date	Tkpr	Task	Acty		Hours
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				Darren Brinkman, proposed counsel for Boston West Unsecured Creditors Committee, regarding terms of retention, makeup of committee, business consultant and objection to application for retention.	
03/05/99	BSC	B160	A105	Telephone conference with L. DeWitt regarding information for coding time entries for Boston West side of application for allowances.	0.30
03/13/99	BSC	B160	A103	Draft summary of work performed and outcome in Boston West Chapter 11 for inclusion in application for allowances.	0.50
03/18/99	LBD	B160	A104	Review February billing statement for next fee application.	5.00
03/01/99	BSC	B170	A104	Read notice of hearing on application of creditors' committee to employ counsel.	0.10
03/02/99	BSC	B170	A108	Another telephone conference with Darren Brinkman, proposed counsel for creditors committee regarding Boston West's relationship with CKE.	0.20
03/04/99	BSC	B170	A104	Read objection to debtors' authority to employ special tax accountant.	0.20
03/14/99	BSC	B170	A104	During travel, read original application of credit committee, objections by debtor and supplemental objections and reply by the proposed counsel.	1.70
03/15/99	BSC	B170	A104	Read supplemental declaration of R. Green on behalf of creditors committee.	0.10

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Date	Tkpr	Task	Acty		Hours
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03/15/99	BSC	B170	A109	Preparation for and appearance at hearing on Application of Creditors Committee to Employ Counsel and Financial Advisor.	4.60
03/16/99	BSC	B170	A104	Read declaration of Dunlap regarding application of creditors committee to employ attorneys and financial advisor.	0.30
03/19/99	BSC	B185	A104	Read notice of motion for extension of time to assume unexpired leases.	0.30
03/09/99	BSC	B190	A104	Read notice of motion for bar date and memorandum of authority.	0.30
03/09/99	BSC	B190	A104	Read stipulation for provision of adequate assurance of payment to Southern California Edison Company.	0.30
03/14/99	BSC	B195	A111	Travel from Austin to Santa Ana, California for hearing on Creditor's Committee Application to Employ Counsel and Hire Financial advisors.	5.50
03/15/99	BSC	B195	A111	Return travel from Santa Ana, California to Austin.	5.50
03/01/99	BSC	B230	A106	Telephone conference with R. Miller regarding Sanwa Agreement and date for listing of property to be abandoned.	0.30
03/02/99	BSC	B230	A104	Read changes proposed to settlement agreement and motion to sell proposed by S. Schwartz and compare to prior drafts.	0.50
03/02/99	BSC	B230	A103	Make revisions to settlement agreement and motion for approval of same and corresponding order.	3.10

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Date	Tkpr	Task	Acty		Hours
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03/02/99	BSC	B230	A107	Two telephone conference with S. Schwartz regarding clarification of requested revisions and solutions to same.	0.40
03/02/99	BSC	B230	A107	Telephone conferences with J. LeBlanc and T. Patterson regarding details of issues remaining with Fleet and additional requested revisions to motion for approval of agreement.	0.50
03/03/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding status of motion to sell and for approval of Fleet agreement.	0.30
03/03/99	BSC	B230	A107	Telephone conference with J. LeBlanc regarding Fleet settlement.	0.20
03/03/99	BSC	B230	A103	Make Revisions to motion to sell personal property and for approval of Fleet settlement agreement and add approval of settlement.	1.00
03/03/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding revisions to settlement agreement and order.	0.40
03/04/99	BSC	B230	A103	Revisions to latest draft of motion to sell and for approval of Fleet agreement.	0.60
03/05/99	BSC	B230	A107	Conference call with S. Schwartz and J. LeBlanc regarding finalizing agreement and latest revisions to same.	0.40
03/05/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding concerns over deadline for filing motion in BCI cases and in Boston West case.	0.30

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Date	Tkpr	Task	Acty		Hours
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03/05/99	BSC	B230	A106	Telephone conference with R. Miller regarding issues between Fleet and BCI's lenders and efforts at resolving same.	0.30
03/05/99	BSC	B230	A107	Telephone conference with J. LeBlanc regarding outstanding issues with S. Schwartz and interests of agents.	0.30
03/05/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding form of order on application to sell personal property and encumbrance issues.	0.40
03/08/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding changes anticipated in Fleet agreement and procedure for filing pleadings.	0.20
03/08/99	BSC	B230	A103	Continue making revisions to Fleet Settlement Agreement and Motion and compare to prior drafts and notes.	2.10
03/08/99	BSC	B230	A107	Four telephone conferences with S. Schwartz regarding terms and revisions to Settlement Agreement with Fleet and motion and order approving same.	1.50
03/08/99	BSC	B230	A107	Conference call with J. LeBlanc and S. Schwartz regarding lien and interest in property issues yet unresolved and manner of handling same.	0.40
03/08/99	BSC	B230	A106	Telephone conference with R. Miller regarding Fleet Settlement Agreement and procedures regarding same.	0.20
03/09/99	JU	B230	A111	Assigal: retrieval of books on leasing/security agreements.	0.50

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Date	Tkpr	Task	Acty		Hours
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03/09/99	BSC	B230	A103	Complete changes to Fleet Settlement Agreement, Motion and Order; preparation for filing.	5.50
03/09/99	BSC	B230	A107	Telephone conference with R. Haines regarding procedure for filing motion to settle with Fleet.	0.30
03/09/99	BSC	B230	A105	Telephone conference with R. Stroube regarding filing of motion to settle with Fleet.	0.30
03/09/99	BSC	B230	A106	Telephone conference with R. Miller regarding Fleet settlement and status of same.	0.20
03/09/99	BSC	B230	A107	Telephone conference with J. LeBlanc regarding filing of motion for approval of Fleet Agreement without order and revisions made.	0.30
03/11/99	BSC	B230	A108	Telephone conference with S. Schwartz regarding filing of motion for approval of agreement and new issues regarding Boston Pacific's interest.	0.30
03/11/99	JPR	B230	A104	Review Foothill expense request and underlying documents and telephone call with Larry White.	0.20
03/11/99	JPR	B230	A106	Telephone call with Larry White regarding Foothills' expense request.	0.20
03/15/99	HRS	B230	A105	Telephone conference with Becky Carmichael regarding hearing on several matters in Boston West case and regarding status of settlements.	0.50
03/16/99	BSC	B230	A104	Read Notice of Order Approving Settlement with Fleet.	0.20

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Date	Tkpr	Task	Acty		Hours
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03/17/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding revisions to Fleet Agreement.	0.20
03/18/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding terms of order approving Fleet Settlement and language needed.	0.40
03/24/99	BSC	B230	A105	Telephone conference with L. Dewitt regarding preparation of order on motion to settle with Fleet.	0.10
03/24/99	BSC	B230	A104	Read proposed form of order proposed by Patterson and LeBlanc and compare to prior form and make changes to same.	1.50
03/24/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding order on Fleet Settlement.	0.20
03/29/99	HRS	B230	A107	Conference with R. Haines regarding order status and terms.	0.30
03/29/99	HRS	B230	A104	Review of order regarding Sanwa settlement.	0.40
03/29/99	HRS	B230	A105	Telephone conference with B. Carmichael regarding Sanwa settlement order.	0.30
03/30/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding revision to order being submitted.	0.20
03/25/99	BSC	B310	A104	Read order fixing bar date.	0.20
				TOTAL HOURS	52.40

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TIMEKEEPER TIME SUMMARY:

Timekeeper	Hours	Rate	Value
JP RYAN	0.40	at \$275 =	110.00
HR STROUBE	1.50	at \$400 =	600.00
B CARMICHAEL	45.00	at \$250 =	11,250.00
JA ULICKI	0.50	at \$80 =	40.00
LB DEWITT	5.00	at \$100 =	500.00

CURRENT FEES

12,500.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

PHOTOCOPIES	1.98
TELECOPY/FAX LONG DISTANCE	30.00
OVERNIGHT COURIER	16.10
LONG DISTANCE CALLS	54.37
PHOTOCOPIES	11.80
TELECOPY/FAX-LONG DISTANCE	913.50
TRAVEL/AIRFARE	380.00
TRAVEL/GROUND TRANSPORTATION	54.00
LONG DISTANCE CALLS	0.67
PHOTOCOPIES	42.00
OVERTIME/SECRETARIAL	18.46
COURIER/MESSENGER	634.62
MISCELLANEOUS EXPENSE	5.00

CURRENT EXPENSES

2,162.50

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

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TOTAL AMOUNT OF THIS INVOICE

14,662.50

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INVOICE SUMMARY OF TIME BILLED BY TASK:

	Hours	Value
B130 Asset Disposition	1.10	275.00
B140 Relief from Stay/Adequate Protection Proceed	0.20	50.00
B160 Fee/Employment Applications	6.30	825.00
B170 Fee/Employment Objections	7.20	1,800.00
B185 Assumption/Rejection of Leases and Contracts	0.30	75.00
B190 Other Contested Matters (excluding assumptio	0.60	150.00
B195 Non-Working Travel	11.00	2,750.00
B230 Financing/Cash Collections	25.50	6,525.00
B310 Claims Administration and Objections	0.20	50.00
INVOICE TOTAL	52.40	12,500.00

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

ATTORNEYS AT LAW

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

SUITE 1500

300 CONVENT STREET

SAN ANTONIO, TEXAS 78205

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FAX (210) 224-2035

FED I.D. NO. 75-1338644

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BRUSSELS
DALLAS
HOUSTON
LONDON
LOS ANGELES
MOSCOW
NEW YORK
PHILADELPHIA
WASHINGTON, D.C.

BOSTON CHICKEN, INC.
ATTN: MR. J. MICHAEL JENKINS
14123 DENVER WEST PARKWAY
GOLDEN, CO 80401

Invoice Number 674065
Invoice Date 05/18/99
Client Number 065184
Matter Number 0008

Re: BOSTON WEST, L.L.C.

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/99:

Date	Tkpr	Task	Acty		Hours
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04/15/99	SAA	B130	A104	Review Debtor's Notice and Motion for Appr. of Restaurant Purchase and Sale Agreement regarding Grand Ave. Lease, and schedule same.	0.30
04/28/99	BSC	B150	A106	Telephone conference with R. Miller regarding Boston West issues with creditors committee.	0.20
04/06/99	LBD	B160	A104	Review March invoice for next fee application.	0.30
04/19/99	BSC	B160	A104	Read order signed by Judge Riddle on employment of Blakely and Brinkman as counsel for creditors committee.	0.10
04/05/99	BSC	B185	A104	Read Notice and Motion regarding assumption and assignment of unexpired leases of non-residential real property (2 leases).	0.40

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Date	Tkpr	Task	Acty		Hours
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04/05/99	BSC	B185	A104	Read notice and debtors motion to assign No. 2237 and 1735 and declaration of Steven Paperno regarding same.	0.30
04/07/99	SAA	B185	A104	Review Notice and Debtor's Motion regarding Assumption and Assign of Non-Resident Real Property Leases and schedule hearing regarding same.	0.30
04/09/99	SAA	B185	A103	Prepare Declaration of Greg Uhing in opposition to Debtor's Motion regarding Assumption and Assign. of Unexp. Non-Res. Real Prop. leases.	1.00
04/12/99	SAA	B185	A104	Review several Notices and Motions of Debtor regarding Assumption and Assignment of Non-Res. Real Property Leases and schedule hearings regarding same.	0.50
04/15/99	BSC	B185	A104	Read order approving stipulation regarding disposition of leased equipment.	0.10
04/15/99	BSC	B185	A104	Read motion and notice regarding assumption of Boston Market Store No. 1120, note date and overbid process.	0.70
04/15/99	BSC	B185	A104	Read notice and motion regarding assumption and assignment of the Irvine Lease and the Governor Drive lease in San Diego.	0.70
04/16/99	BSC	B185	A104	Read notice of motion to assume 56 leases.	0.30
04/16/99	BSC	B185	A104	Read motion to assign store no. 1890 and related notice.	0.40
04/19/99	BSC	B185	A104	Review fax from R. Miller	0.30

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Date	Tkpr	Task	Acty		Hours
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				regarding UCC search.	
04/19/99	BSC	B185	A104	Read Debtor's reply to opposition of creditors committee to assignment of Store No. 2237.	0.30
04/21/99	BSC	B185	A104	Read creditors committee conditional joinder in assignment of 2237 and 1735.	0.10
04/26/99	BSC	B185	A104	Read two letters from D. Kupetz regarding alleged damages to closed locations.	0.40
04/27/99	BSC	B185	A104	Read official creditors committee joinder in support of assignment of leases No. 2237 and 1735.	0.10
04/27/99	BSC	B185	A104	Read notice of modification of debtors third motion for order extending time to assume or request certain leases.	0.20
04/02/99	BSC	B190	A104	Read lengthy letter from D. Kupetz to D. Brinkman, counsel for Creditors Committee, regarding document production and status of case and pending motions and place; compare information to the schedule.	0.40
04/05/99	BSC	B190	A104	Read Boston West's objection to order proposed by creditors committee in application to supply financial advisors and letters attached thereto.	0.30
04/06/99	BSC	B190	A104	Read proposed license agreement between Boston Chicken and Boston West and proposed Management Services Agreement between Boston West and CKE.	0.50
04/15/99	BSC	B210	A106	Telephone conference with R. Miller regarding motion of Boston	0.20

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Date	Tkpr	Task	Acty	Hours
-----	----	-----	-----	-----
			West on Y2K compliance issues.	
04/16/99	BSC	B210	A107 Telephone conference with D. Kupetz rearding Y2K motion and issues regarding alleged damages to close Boston West locations.	0.40
03/03/99	BSC	B230	A103 Add language to motion requested by J. LeBlanc.	0.70
03/03/99	BSC	B230	A104 Review order.	1.00
03/08/99	BSC	B230	A103 Received and reviewed J. LeBlanc changes to Fleet Settlement Agreement.	1.00
04/02/99	BSC	B230	A107 Listen to and return voice mail message of S. Schwartz regarding closing of Settlement Agreement.	0.20
04/02/99	BSC	B230	A108 Very long telephone conference with D. Brinkman regarding status of plan negotiations, security documents, CKE and Fleet Agreement.	0.50
04/05/99	BSC	B230	A104 Read notice and declaration of D. Kupetz and order approving settlement with Fleet.	0.30
04/06/99	BSC	B230	A106 Telephone conference with R. Miller regarding Boston West's motion to assume and assign two leases and use by Debtor of cash collateral.	0.30
04/09/99	BSC	B230	A107 Long telephone conference with D. Kupetz regarding issues raised by S. Schwartz and issues over deeds in lieu.	0.40
04/09/99	BSC	B230	A107 Another telephone conference with S. Schwartz regarding efforts at securing deeds in lieu and proper parties for signature.	0.30

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Date	Tkpr	Task	Acty		Hours
-----	----	-----	-----		-----
04/09/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding Pagen and outstanding issues on closing of settlement.	0.30
04/09/99	BSC	B230	A106	Telephone conference with R. Miller regarding assumptions and assignments proposed by Boston West, cash collateral and closing with Fleet.	0.30
04/09/99	BSC	B230	A107	Conference call with s. Schwartz and D. Kupetz regarding finalizing of Fleet settlement.	0.30
04/13/99	BSC	B230	A108	Conference call with S. Schwartz, D. Kupetz and R. Wilson regarding signatures on deeds in lieu.	0.40
04/13/99	BSC	B230	A108	Three telephone conferences with S. Schwartz regarding continued issues over finalizing Fleet settlement and revisions requested to closing documents.	1.10
04/14/99	SAA	B230	A104	Review Notice and Motion for Appr. of Debtor's Obtaining Credit and Incurring Secured Debt, and schedule hearing regarding same.	0.30
04/15/99	BSC	B230	A104	Read signed order approving Fleet Settlement in Boston West case.	0.10
04/15/99	BSC	B230	A107	Two telephone conferences with S. Schwartz regarding Pagan's apparent refusal to sign closing documents.	0.70
04/20/99	BSC	B230	A104	Read motion for order approving and debtor's obtaining credit from CKE to become Y2K compliant.	0.50
04/21/99	BSC	B230	A104	Read closing package delivered by S. Schwartz.	0.40

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

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Date	Tkpr	Task	Acty		Hours
-----	----	-----	-----		-----
04/21/99	BSC	B230	A104	Telephone conference with R. Miller regarding closing package delivered by S. Schwartz.	0.20
04/21/99	BSC	B230	A104	Read debtors motion regarding assumption and assignment of Santa Barbara lien and declarations relating thereto and assignment agreement.	0.50
04/22/99	BSC	B230	A104	Read fax from S. Schwartz to R. Miller and review documents for signature by Boston Chicken in closing Fleet Settlement.	0.40
04/22/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding requested revisions to BCI's release of Fleet.	0.40
04/23/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding approval of closing.	0.20
04/24/99	BSC	B230	A106	Telephone conference with R. Miller regarding sending closing documents to S. Schwartz.	0.20
04/24/99	BSC	B230	A107	Telephone conference with S. Schwartz regarding approval of revised documents for Fleet closing.	0.20
04/26/99	BSC	B230	A107	Telephone conference with D. Kupetz regarding information needed regarding Y2K compliance issues and reply to creditors committee.	0.30
04/26/99	BSC	B230	A104	Read opposition of creditors committee to Y2K compliance motion.	0.40
04/27/99	BSC	B230	A107	Telephone conference with D.	0.30

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Date	Tkpr	Task	Acty		Hours
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				Kupetz regarding Y2K issue and alleged damages to premises.	
04/05/99	BSC	B310	A104	Read Motion, Order and Notice regarding Boston West Bar Date for filing claims.	0.30
04/07/99	SAA	B310	A104	Review Order fixing bar date and schedule same.	0.20
04/19/99	SAA	B310	A104	Review security agreement and balance sheet regarding preparation of proof of claim; attention to files regarding same.	2.00
				TOTAL HOURS	23.50

TIMEKEEPER TIME SUMMARY:

Timekeeper	Hours	Rate	Value
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B CARMICHAEL	18.60	at \$250 =	4,650.00
S AUGUSTA	4.60	at \$85 =	391.00
LB DEWITT	0.30	at \$100 =	30.00

CURRENT FEES 5,071.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

LONG DISTANCE CALLS	76.89
PHOTOCOPIES	1.20
TELECOPY/FAX-LONG DISTANCE	141.00
TRAVEL/AIRFARE	1,011.00
TRAVEL/LODGING	228.74
LONG DISTANCE CALLS	0.91
PHOTOCOPIES	90.00
COURT COSTS	8.00
DOCUMENT RETRIEVAL	175.55

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CURRENT EXPENSES

1,733.29

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

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TOTAL AMOUNT OF THIS INVOICE

6,804.29

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

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INVOICE SUMMARY OF TIME BILLED BY TASK:

	Hours	Value
B130 Asset Disposition	0.30	25.50
B150 Meetings of and Communication with Creditors	0.20	50.00
B160 Fee/Employment Applications	0.40	55.00
B185 Assumption/Rejection of Leases and Contracts	6.10	1,228.00
B190 Other Contested Matters (excluding assumptio	1.20	300.00
B210 Business Operations	0.60	150.00
B230 Financing/Cash Collections	12.20	3,000.50
B310 Claims Administration and Objections	2.50	262.00
INVOICE TOTAL	23.50	5,071.00

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

ATTORNEYS AT LAW

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

SUITE 1500

300 CONVENT STREET

SAN ANTONIO, TEXAS 78205

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FAX (210) 224-2035

FED I.D. NO. 75-1338644

AUSTIN
BRUSSELS
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HOUSTON
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PHILADELPHIA
WASHINGTON, D.C.

BOSTON CHICKEN, INC.
ATTN: MR. J. MICHAEL JENKINS
14123 DENVER WEST PARKWAY
GOLDEN, CO 80401

Invoice Number 678623
Invoice Date 06/23/99
Client Number 065184
Matter Number 0008

Re: BOSTON WEST, L.L.C.

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/99:

Date	Tkpr	Task	Acty		Hours
-----	----	-----	-----		-----
05/03/99	SAA	B110	A104	Review 2002 Notice of Peter and Louise Palazzo and schedule same.	0.30
05/05/99	SAA	B110	A104	Review 2002 Notice by Richard J. Teferman and schedule same.	0.30
05/01/99	BSC	B185	A104	Read Creditor's Committee joinder in support of Debtor's assignment of San Diego leases.	0.20
05/03/99	SAA	B185	A104	Review Order granting Debtor's 2nd Motion to Extend Time to Assume/Reject Certain Non-Residential Real Property Leases and schedule same.	0.30
05/04/99	BSC	B185	A104	Read official Creditor's Committee joinder in support of assignment of unexpired leases (Irvine Store).	0.30
05/05/99	BSC	B185	A104	Read proposed Boston Chicken	1.10